RECORDATION NO. 28010 FILED Y

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July 2, 2010

ELIAS C ALVORD (1942)

ELLSWORTH C. ALVORD (1964)

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D C. 20423

**Dear Section Chief:** 

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest, dated as of June 28, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A, and the Series B Security Agreement, a Memorandum of which was filed under Recordation Number 28010-W.

The name and address of the party to the enclosed document are:

Secured Party: Deutsche Bank Trust Company Americas

as Series B Subsidiary Collateral Agent

60 Wall Street, 26th Floor New York, NY 10005

[Grantors: The CIT Group/Equipment Financing, Inc.

The CIT Group/Corporate Aviation, Inc.

c/o CiT Group Inc.

1 CIT Drive

Livingston, New Jersey 070391

Chief, Section of Administration July 2, 2010 Page 2

A description of the railroad equipment covered by the enclosed document is:

9 covered hopper cars: 5 within the series TCMX 152553 - TCMX 152595 and 4 within the series USBX 488964 - USBX 489128, as more particularly set forth in the equipment schedule attached to the document

A short summary of the document to appear in the index is:

Partial Termination and Release of Security Interest

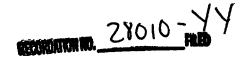
Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

eurs کا Verv truly

Robert W Alvord

RWA/EML/bhs Enclosures



## PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST Series B Surpage TRANSPORTATION SORTS

The undersigned, DEUTSCHE BANK TRUST COMPANY AMERICAS, as Series B Subsidiary Collateral Agent (as defined in the Collateral Agreement described below) for the Series B Subsidiary Secured Parties (in such capacity, the "Collateral Agent"), does hereby terminate, release and discharge the security interest held by it on that certain railroad equipment identified on Exhibit A attached hereto (the "Released Equipment"), without recourse, representation or warranty.

Such security interest was granted pursuant to that certain Series B Collateral Agreement, dated as of December 10, 2009 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc. and The CIT Group/Corporate Aviation, Inc. (collectively, the "Grantors"), granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a lien on, and security interest in, all of its right, title and interest in, to and under, *inter alia*, certain of each such Grantor's railcars and other rolling stock, whether now owned or hereafter acquired, a Memorandum of which was recorded with the Surface Transportation Board under Recordation No. 28010-W.

This instrument shall be governed by, and construed in accordance with, the law of the State of New York.

This instrument is executed upon the express conditions that (a) nothing herein contained shall be construed to release from the lien of the aforesaid Collateral Agreement or to impair said lien upon any property subject thereto, except the Released Equipment and (b) the foregoing release shall not apply to the proceeds of the disposition of the Released Equipment, which proceeds shall be subject to the lien of the aforesaid Collateral Agreement to the extent provided for therein.

[Signature pages follow]

	as Collateral Agent		
	By: Shew Sugil		
	Name:		
	IRENE SIEGEL VICE PRESIDENT		
	By: Maria Sura		
	Name:		
	Title: MARIA INOA ASSOCIATE		
STATE OF NEW YORK  COUNTY OF NEW YORK  I, Warne Logust a Notary Public, qualified in County, New York, do hereby certify that on this day of July 2010, personally appeared  Legel and Hespel who acknowledged themselves to be and Hespel and Hespel respectively of Deutsche  Bank Trust Company Americas, as Series Subsidiary Collateral Agent and that they, as such officers being authorized to do so, executed the foregoing instrument in the capacity therein contained and for the purposes therein contained.  IN WITNESS WHEREOF, I hereunto set my hand.			
1	Minsome Febguson  Winsome FERGUSON  Winsome FERGUSON  Notary Public, State of New York		
	No 01FE6088308 Qualified in Bronx County Commission Expires March 3.		

*:* ;

DEUTSCHE BANK TRUST COMPANY

AMERICAS,

## Exhibit A

Nine (9) 4750 c.f. covered hopper cars, bearing the following marks and numbers:

	<u>Mark</u>	<u>Number</u>	<u>EIN</u>
1	TCMX	152553	152553
2	TCMX	152568	152568
3	TCMX	152577	152577
4	TCMX	152594	152594
5	TCMX	152595	152595
6	USBX	488964	151105
7	USBX	488976	151116
8	USBX	489026	151166
9	USBX	489128	20017

## **CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practic	ce in the State of New York and the
District of Columbia, do hereby certify under pe	enalty of perjury that I have compared the
attached copy with the original thereof and hav	re found the copy to be complete and
identical in all respects to the original documen	ıt.
Dated: 7/-1/0	Ceffer 5
	Robert W. Alvord